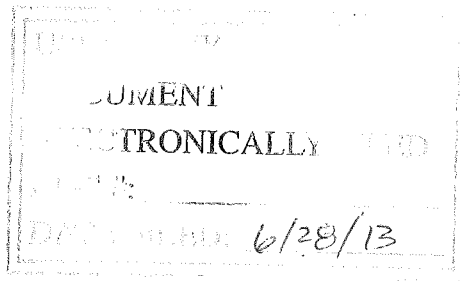


MEMO ENDORSED

KING & SPALDING



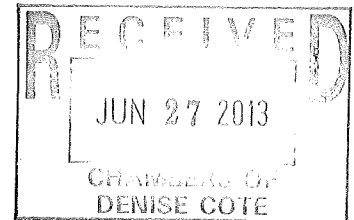
June 24, 2013

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VIA EMAIL AND FEDERAL EXPRESS

Hon. Denise Cote, United States District Judge
Southern District of New York
500 Pearl Street, Room 1610
New York, NY 10007
CoteNYSDCChambers@nysd.uscourts.gov



Re: *In re Petition of Pandora Media, Inc.*, C.A. No. 12-CIV-8035 (DLC) (MHD)

Dear Judge Cote:

Pandora Media, Inc. ("Pandora") seeks to file under seal its attached Motion for Summary Judgment and accompanying papers and exhibits (Pandora's "Filing"), originally submitted pursuant to Rule 4(A) of Your Honor's Individual Practices on June 11, 2013.

In response to the Court's comments during the June 14, 2013 conference with the parties, counsel for Pandora conferred with counsel for various producing parties to seek to reach agreement regarding any necessary redactions for the public record version of Pandora's Filing. As a result of those conferences, Pandora proposes publicly filing its Memorandum with only one redacted statement regarding a term of Pandora's 2012 agreement with EMI Music Publishing that counsel for Sony/EMI has requested not be made public; Pandora proposed no redactions to the Memorandum. Pandora proposes filing its Local Rule 56.1 Statement of Facts with limited redactions of the terms of the same Pandora – EMI agreement. Similarly, Pandora proposes to file the declaration of Joseph Kennedy with limited redactions of the terms of the 2012 Pandora – EMI agreement and of the 2013 agreement between Pandora and Sony/ATV Music Publishing, LLC. Pandora will publicly file the declarations of Delida Costin and Joseph Wetzel without any redactions.

Regarding exhibits to the declarations, Pandora proposes to file only the following exhibits, which are confidential documents containing sensitive business information, under seal:

The exhibits may be filed under seal, as requested in this application. The parties having consulted with Sony, all consent to restricting the redaction to the figures or percentages in the highlighted passages in this request and to disclose the narrative material.

With that consent, the requests are approved as modified.

Denise Cote
June 28, 2013

June 24, 2013

Page 2

Declaration of Joseph Wetzel

- Exhibit E (ASCAP – Pandora interim license agreement)
- Exhibit L (confidential internal correspondence of third-party Wixen Music Publishing)
- Exhibit M (draft ASCAP – Pandora interim license agreement)
- Exhibit AB (letter agreement between RMLC and BMI designated Outside Counsel Only)
- Exhibit AH (ASCAP – Pandora settlement communication)

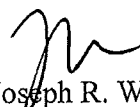
At ASCAP's request, Pandora has withdrawn Exhibits N, R, and S to the Declaration of Joseph Wetzel, as those Exhibits were produced to Pandora under the terms of a protective order and are not otherwise referenced in Pandora's Filing. Pandora is submitting an Amended Declaration of Joseph Wetzel to reflect these withdrawn exhibits, the reduced number of exhibits filed under seal, and to correct the inadvertent swapping of Exhibits AG and AH in the original Declaration of Joseph Wetzel.

Declaration of Joseph Kennedy

- Exhibit B (EMI – Pandora license agreement)
- Exhibit F (Sony – Pandora license agreement)
- Exhibit G (Pandora ASCAP Radio Group License Agreement attaching confidential Pandora agreement with Connoisseur Media Licenses, LLC)

For Your Honor's consideration, we have attached both a copy of the Motion and an excerpted copy of the Motion, which includes only the pages bearing material that Pandora seeks to redact. Pandora requests that the Court file the attached documents under seal. We would be happy to discuss or elaborate on these matters, of course.

Sincerely,


Joseph R. Wetzel
Counsel

CC: Counsel of Record, Counsel for Sony/EMI